

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. 24508 FILED

JUN 30 '03 10-30 AM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

June 30, 2003

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 30, 2003. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Capital Corporation  
16479 Dallas Parkway  
Suite 300  
Addison, TX 75001

Lessee:

Environmental Protection & Improvement Company, Inc.  
305 Palmer Road  
Denville, NJ 07834

A description of the equipment covered by the Memorandum of Lease Agreement consists of 150 Berwick Articulated Skeleton Container Rail cars numbered EPIX 91003-91072, inclusive, 91074-91146, inclusive, and 91148-91154, inclusive.

24508

PORTLAND, OREGON      WASHINGTON, D.C.      BEND, OREGON

BALL JANIK LLP

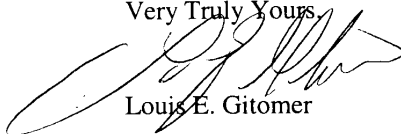
Honorable Vernon A. Williams  
June 30, 2003  
Page 2

A fee of \$ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Capital Corporation, 16479 Dallas Parkway, Suite 300, Addison, TX 75001, and Environmental Protection & Improvement Company, Inc., 305 Palmer Road, Denville, NJ 07834, covering 150 Berwick Articulated Skeleton Container Rail cars numbered EPIX 91003-91072, inclusive, 91074-91146, inclusive, and 91148-91154, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

REGISTRATION NO. 24508 FILED

JUN 30 '03 10:30 AM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of June 30, 2003

between

**ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC.,**  
as Lessee,

and

**GENERAL ELECTRIC CAPITAL CORPORATION,**  
as Lessor

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, 2003 at \_\_\_\_:\_\_.m.**

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 30, 2003, by and between GENERAL ELECTRIC CAPITAL CORPORATION ("Lessor") and ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Railcar Lease Agreement dated June 30, 2003, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of June 30, 2003 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION

By: William S. Anderson  
Name: WILLIAM S. ANDERSON  
Title: RISK ANALYST

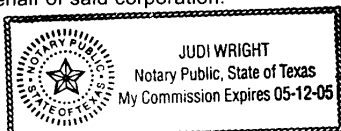
ENVIRONMENTAL PROTECTION & IMPROVEMENT  
COMPANY, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF TEXAS )  
 ) ss.  
COUNTY OF DALLAS )

On this 26th day of June, 2003, before me appeared William S. Anderson, the person who signed this instrument, who acknowledged that (s)he is the Risk Analyst of GENERAL ELECTRIC CAPITAL CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Judi Wright  
Notary Public

My commission expires:

5-12, 2005

MEMORANDUM OF LEASE AGREEMENT

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: J. Paul Withrow  
Name: J. Paul Withrow  
Title: Vice President

[Seal] \_\_\_\_\_  
Notary Public

Figure 1. The effect of the number of trials on the number of correct responses. The number of correct responses (Y-axis) is plotted against the number of trials (X-axis). The data points show a positive correlation, indicating that the number of correct responses increases as the number of trials increases. The regression line is shown as a solid line, and the confidence interval is shown as a shaded area around the line.

STATE OF TEXAS )  
COUNTY OF Harris ) ss.

On this 25<sup>th</sup> day of June, 2003, before me appeared J. Paul Withrow, the person who signed this instrument, who acknowledged that (s)he is the Vice President of ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Cathy D. Dranner  
Notary Public

My commission expires:

April 11, 2004

MEMORANDUM OF LEASE AGREEMENT

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

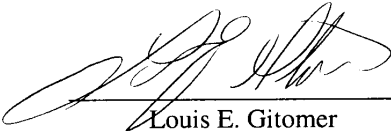
**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

One hundred fifty (150) 88 feet long articulating ultra cars manufactured by Berwick Car Company, Numbers EPIX 91003 through 91072, inclusive, 91074 through 91146, inclusive, and 91148 through 91154, inclusive



# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of June 30, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
June 30, 2003